



LA TIM METAL & INDUSTRIES LTD.

(Formerly known as Drillco Metal Carbides Ltd.)

CIN : L99999MH1974ULL017951

Regd. Off. : 201, Navkar Plaza, Bajaj Road, Vile Parle (West), Mumbai - 400 056.
Tel : 26202299 / 26203434 Fax : 022 - 26240540 Email : accounts@latimmetal.com
Web : www.latimmetal.com

13th February, 2017

To,
BSE Limited
The Department of Corporate Services,
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400001

Sub : Regulation 30 of SEBI (LODR) Regulations, 2015
Ref: Scrip Code: 505693
Scrip ID: LATIMMETAL

Dear Sir/Madam,

Pursuant to Regulation 30 of SEBI (LODR) Regulations, 2015 (Para A of Part A of Schedule III SEBI (LODR) Regulations, 2015) please find enclosed herewith the followings:

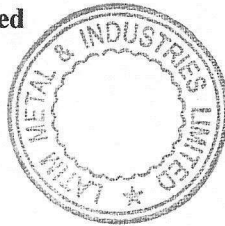
- i. Minutes of proceedings of Extra Ordinary General Meeting held on 10th February, 2017.
- ii. Amended Memorandum of Association of the Company.

Kindly take the same on record.

Thanking you,

Yours faithfully,
For La Tim Metal & Industries Limited

Mr. Rahul C. Patel
Company Secretary & Compliance Officer



Encl: as above

HELD AT _____ ON _____ TIME _____

MINUTES OF THE EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF LA TIM METAL & INDUSTRIES LIMITED HELD ON FRIDAY, 10TH FEBRUARY, 2017 AT 11.00 A.M. AT 301, NAVKAR PLAZA, BAJAJ ROAD, VILE PARLE (WEST), MUMBAI-400056.

PRESENTS:

DIRECTORS

1. Mr. Katik Maganlal Timbadia - Chairman
2. Mr. Rahul Maganlal Timbadia - Managing Director
3. Mr. Ashok Kumar Deorah - Director
4. Mrs. Karuna Desai - Director

COMPANY EXECUTIVES

Mr. Rahul C. Patel - Company Secretary

STATUTORY AUDITORS

Mr. Ravi Seth

INTERNAL AUDITORS

Mr. K.D. Shah & Yash Shah

SCRUTINIZER APPOINTED BY THE BOARD

Mr. Hitesh Kothari, Partner of Kothari H. & Associates, Practicing Company Secretaries

MEMBERS

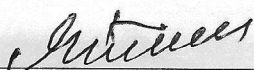
38 Members were present in person and out of which 5 persons belonged to the Promoter & Promoter group and remaining 33 were from the public at the time of opening of the Meeting as per attendance register.

PROCEEDINGS

Mr. Kartik Maganlal Timbadia, the Chairman occupied the Chair. At the outset the Chairman declared that it is 11.00 a.m. and requisite quorum being present, the meeting is properly constituted and called the meeting to order and the proceedings of the meeting be commenced.

The Chairman further informed that the Register of Directors and Key Managerial Personnel and their Shareholding in terms of Section 170 read with section 171 of the Companies Act, 2013 and Register of Contracts in terms of Section 189 of the Companies Act, 2013 and Register of Contracts in terms of Section 189 of the Companies Act, 2013 are open for inspection and are accessible during the continuance of the said meeting.

Chairman welcomed the members present and introduced the Board members sitting on dais and explained the reason for the absence of Mr. Ramesh Khanna, Director of the Company.


CHAIRMAN'S INITIALS

HELD AT _____ ON _____ TIME _____

Chairman informed that pursuant to provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and in terms of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the company had extended facility to voting through electronic means to the members of the company in respect of the business to be transacted at the Extra Ordinary General Meeting. The E-voting period commenced on 7th February, 2017 at 9.00 am and ends on 9th February, 2017 at 5.00 p.m. Chairman stated that it is proposed to provide similar voting rights to the members present in person, representation and through proxies at the EGM to vote in proportion to their shares in the Paid up Capital of the Company. Chairman then proposed poll for voting on all the resolutions of Special Business set out in Items 1 to 4 of the Notice of the EGM. He further informed that Mr. Hitesh Kothari, Practicing Company Secretary has been appointed as Scrutinizer to scrutinize the process of Electronic and ballot voting in fair and transparent manner.

Before ordering the poll, Chairman invited the members for queries/comments suggestions or clarification, if any, on agenda items as set out in the Notice of EGM. There being no queries from the members, the distribution of polling papers were arranged by the Scrutinizer appointed to carry out the poll proceedings. Chairman then invited members as Proposer and Seconder for each of the proposed resolution. Members then proposed and seconded on the resolutions of Special business as set out in agenda items 1 to 4 of the Notice.

Chairman thereafter ordered the poll on resolution of Special business as set out in items 1 to 4 of the Notice and requested all the members present to participate in the poll and cast their votes. Chairman stated that the results of voting on each resolution shall be determined by adding votes of the poll in favor or against a resolution with the electronic votes in favor or against the same resolution. The result to be declared for each resolution shall indicate separately the votes on poll and electronic voting and would be intimated to exchanges. He also stated that the result shall also be uploaded on Company's Website www.latimmetal.com with the report of Scrutinizer for electronic voting and the poll and the same shall be available at the corporate office of the Company.

Thanking the members for their participation and support, the Chairman announced the formal closure of the Extra Ordinary General Meeting of the Company. The meeting was concluded with a vote of thanks to the Chair.

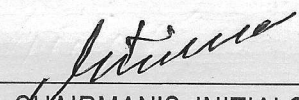
After counting and verification of validity of votes polled through poll papers, Chairman noted the consolidated reports on results of both e-voting and poll submitted by the Scrutinizer on all the resolutions placed before the members. The results were then announced and intimated to exchanges and also uploaded on the website of the Company i.e. www.latimmetal.com.

On the basis of the report of e-voting and poll results submitted by the Scrutinizer, all business/resolution (s) of item no. 1 to 4 as stated in the EGM Notice dated 4th January, 2017 and mentioned hereunder were declared by the Chairman to have been passed unanimously:-

AGENDA ITEM NO. 1 OF THE NOTICE:-

INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY

The Chairman informed the members that to meet the long term working capital needs of the Company it is proposed by the Board to induce additional funds by way of increasing the Share Capital. Your Board at its meeting held on 4th January, 2017 has proposed to increase the Authorized Share Capital of the Company from Rs. 5,00,00,000/- (Rupees Five Crores) to Rs. 7,00,00,000/- (Rupees Seven Crores only) subject to the approval of the shareholders, and receipt of such other statutory/regulatory approvals, as may be required.


CHAIRMAN'S INITIALS

HELD AT _____ ON _____ TIME _____

The Chairman read the Item No. 1 of the Notice and requested the members to propose and second the resolution regarding Increase in Authorized Share Capital of the Company as Ordinary Resolution.

Mr. Bimal Kumar Agarwal proposed the resolution and seconded by Mr. Mohan Chandiramani, Members of the Company.

"RESOLVED THAT pursuant to provisions of Section 61(1) (a) of the Companies Act, 2013, the Authorized Share Capital of the company be and is hereby increased from Rs. 5,00,00,000/- (Rupees Five Crores only) to Rs. 7,00,00,000/- (Rupees Seven Crores only) by creation of 20,00,000 further equity shares of Rs.10/- each ranking pari passu with the existing equity shares of the company.

RESOLVED FURTHER THAT any of the director of the company be and is hereby authorized to do all such deeds, acts, matters and things necessary to give effect to the above resolution including signing and filing the necessary forms with the registrar of companies, Maharashtra, Mumbai in order to give effect to the above resolution."

AGENDA ITEM NO. 2 OF THE NOTICE:-

ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

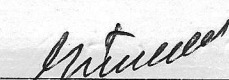
The Chairman read the Item No. 2 of the Notice and requested the members to propose and second the resolution regarding Alteration of Capital Clause of the Memorandum of Association of the Company as Special Resolution.

Mr. Dnyaneshwar Bhagwat proposed the resolution and seconded by Shantilal Kagada, Members of the Company.

"RESOLVED THAT pursuant to the provisions of section 13 and all other applicable provisions, if any, of the Companies Act, 2013 (including any Statutory modification or re-enactment thereof for the time being in force), the existing **Clause V** of the Memorandum of Association of the Company be and is hereby substituted by the following:

- V. "The Authorized Share Capital of the Company is Rs. 7,00,00,000/- (Rupees Seven Crores only) divided into 65,00,000 (Sixty Five Lacs) Equity Shares of Rs. 10/- (Rupee Ten only) each amounting to Rs. 6,50,00,000/- (Rupees Six Crores Fifty Lacs) and 5,00,000 (Five Lacs) Redeemable Preference shares of Rs. 10/- (Rupee Ten only) each amounting to Rs. 50,00,000/- (Rupees Fifty Lacs) with the right, privileges and condition attaching thereto as are provided by the regulations of the Company for the time being, with power to increase and reduce the capital of the Company and to divide the Shares in the capital for the time being into several classes and to attach there to respectively such preferential, qualified or special rights, privileges or condition as may be determined by or in accordance with the regulation of the company and to vary, modify or abrogate any such rights, privileges or condition in such manner as may for the time being be provided by the regulations of the Company."

RESOLVED FURTHER THAT any of the director of the company be and is hereby authorized to do all such deeds, acts, matters and things necessary to give effect to the above resolution including signing and filing the necessary forms with the registrar of companies, Maharashtra, Mumbai in order to give effect to the above resolution."


CHAIRMAN'S INITIALS

HELD AT _____ ON _____ TIME _____

AGENDA ITEM NO. 3 OF THE NOTICE:-**PREFERENTIAL ALLOTMENT OF CONVERTIBLE WARRANTS**

The Chairman informed the members about their plans to allot up to 40,00,000 convertible warrants on preferential basis so that their proceeds may be utilized to acquire equity shares of La Tim Sourcing (India) Private Limited for making it 100% Subsidiary, for working capital requirements and for general corporate purpose.

The Chairman read the Item No. 3 of the Notice and thereafter requested the members to propose and second the resolution as Special Resolution.

Mr. Anil Gabria proposed the resolution and seconded by Mr. Mohan Chandiramani, Members of the Company.

“RESOLVED THAT in accordance with the provisions of Section 42, 62 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the **“SEBI (ICDR) Regulations, 2009”**), as amended thereto, the regulations/guidelines, if any, issued by the Government of India, the Reserve Bank of India and any other applicable laws, rules and regulations (including any amendment thereto or re-enactment thereof for the time being in force) and the relevant provisions of the Memorandum and Articles of Association of the Company and Listing Agreement entered into by the Company with the stock exchange where the shares of the Company are listed, and subject to such approvals, consents, permissions and sanctions as may be required from the Government of India, Reserve Bank of India, Securities and Exchange Board of India, Stock Exchanges and any other relevant statutory, governmental authorities or departments, institutions or bodies (**“Concerned Authorities”**) in this regard and further subject to such terms and conditions or modifications thereto as may be prescribed or imposed by any of the Concerned Authorities while granting such approvals, and permissions as may be necessary or which may be agreed to by the Board of Directors of the Company (hereinafter referred to as **“the Board”** which expression shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) and subject to such terms, conditions and modifications as the Board may in its discretion impose or agree to, the Board be and is hereby authorized to create, offer, issue and allot by way of Preferential Allotment, upto 40,00,000 (Forty Lacs) convertible warrants of Face value Rs. 10/- (Rupees Ten only) at a premium of Rs. 10/- (Rupees Ten only) aggregating to Rs. 8,00,00,000/- (Rupees Eight Crores only) to Promoter/ Promoter Group and Non Promoters, on preferential allotment basis in compliance with Chapter VII of SEBI (ICDR) Regulations, 2009 and subsequent amendments thereto & on such terms and conditions and in such manner as the Board may in its absolute discretion deem fit, to the following persons/entities as mentioned below:

HELD AT _____ ON _____ TIME _____

Sr. No.	Name of the Proposed Allottees	No. of Convertible Warrants proposed to be allotted	Name of the Ultimate Beneficiaries/ Owners
	Promoter/ Promoter Group		
1.	Parth R. Timbadia	4,00,000	Parth R. Timbadia
2.	Amita Timbadia	4,00,000	Amita Timbadia
3.	Almitra Timbadia	4,00,000	Almitra Timbadia
4.	Radhika Timbadia	4,00,000	Radhika Timbadia
5.	Kartik M. Timbadia	4,00,000	Kartik M. Timbadia
6.	Jalpa K. Timbadia	4,00,000	Jalpa K. Timbadia
7.	Karna Timbadia	4,00,000	Karna Timbadia
8.	Suchita Timbadia	4,00,000	Suchita Timbadia
	Total (A)	32,00,000	
	Non Promoters		
1.	Chinar Finvest Private Limited	2,00,000	1. Ritesh Lunkad 2. Rohit Dasaivin
2.	Precel Solutions Private Limited	2,90,000	1. Anupkumar Kishanlal 2. Atul Kumar Arjaria
3.	Excellence Finance Private Limited	2,90,000	1. Ghanshyam Jagtap 2. Atul Kumar Arjaria
4.	Brijpal Maheshwari	20,000	Brijpal Maheshwari
	Total (B)	8,00,000	
	Grand Total (A) + (B)	40,00,000	

HELD AT _____ ON _____ TIME _____

RESOLVED FURTHER THAT:

(i) The relevant date for the purpose of pricing of issue of the convertible warrants in accordance with the Regulation 71 of SEBI (ICDR) Regulations, 2009 (as amended) be fixed as **11th January, 2017** being the 30th day prior to **10th February, 2017** i.e., the date on which the Extra Ordinary General Meeting of the shareholders is convened, in terms of Section 96 of the Companies Act, 2013 to consider the proposed preferential issue.

(ii) The convertible warrants allotted in terms of this resolution shall rank *pari passu* in all respects with the existing Equity Shares of the Company.

(iii) The Board be and is hereby authorized to decide and approve the other terms and conditions of the issue of convertible warrants, and also shall be entitled to vary, modify or alter any of the terms and conditions, including the issue price on a higher side than mentioned above, as it may deem expedient, without being required to seek any further consent or approval of the Company in a General Meeting.

RESOLVED FURTHER THAT the aforesaid convertible warrants allotted on preferential basis shall be locked in from the date of trading approval granted from all the stock exchanges for such periods as prescribed in Regulation 78 of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009.

RESOLVED FURTHER THAT each of the aforesaid warrants be converted at the option of the holder at any time within 18 months from the date of issue, into one fully paid-up Equity Share of Rs.10/- each at the price which be determined in accordance with prevailing SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2009 and a sum equivalent to 25% of the total consideration per warrant be received on the date of allotment of the said warrants and the balance 75% of the total consideration per warrant be received at the time of allotment of Equity Shares pursuant to exercise of option against each such warrant by the warrant holder.

RESOLVED FURTHER THAT in the event of the Company making a bonus issue of shares or making rights issue of shares / convertible debentures or any other securities in whatever proportion prior to the exercise of the rights attached to the warrants, the entitlement of the holders shall stand augmented in the same proportion in which the equity share capital of the company increases as a consequences of such bonus/rights issues and that the exercise price of the warrant be adjusted accordingly, subject to such approvals as may be required.

RESOLVED FURTHER THAT the convertible warrants to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modifications in the proposal as may be required by the agencies involved in such issues but subject to such conditions as the Reserve Bank of India (RBI) / Securities and Exchange Board of India (SEBI) and/ or such other appropriate authority may impose at the time of their approval as agreed by the Board.

RESOLVED FURTHER THAT for the purpose of giving effect to any issue or allotment of convertible warrants of the Company, the Board be and is hereby authorized on behalf of the Company to take all such actions and do all such deeds, matters and things as it may, in its absolute discretion,


CHAIRMAN'S INITIALS

HELD AT _____ ON _____ TIME _____

deem necessary, desirable or expedient and to settle any question, difficulties or doubts that may arise in this regard including but not limited to the offering, issue and allotment of convertible warrants of the Company as it may in its absolute discretion deem fit and proper.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any Director or Directors or to any Committee of Directors or to any Officer or Officers of the company to give effect to this resolution.”

AGENDA ITEM NO. 4 OF THE NOTICE:-

ACQUISITION OF EQUITY SHARES OF M/S. LA TIM SOURCING (INDIA) PRIVATE LIMITED TO MAKE 100% SUBSIDIARY PURSUANT TO SECTION 186 OF THE COMPANIES ACT, 2013

Sometime Company may have liquid funds and for its better utilization in hands of the Company it may be invested in the securities in terms of provisions of Companies Act, 2013. Hence, it was proposed to seek approval under Section 186 of the Companies Act, 2013 from the Members by way of a Special Resolution for acquisition by way of subscription, purchase the securities of any other body corporate, exceeding 60% of its paid-up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more.

“RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013, read with The Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time (including any amendment thereto or re-enactment thereof for the time being in force), if any, the approval of the members of the Company be and is hereby accorded to the Board to invest/ acquire securities of M/s. La Tim Sourcing (India) Private Limited by way of subscription, purchase from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding Rs. 6,00,00,000 (Rupees Six Crores Only) notwithstanding that the aggregate of the investments so far made or to be made exceed the limits/will exceed the limits prescribed under Section 186 of the Companies Act, 2013.

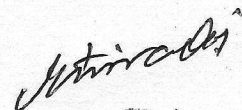
RESOLVED FURTHER THAT the Board be and is hereby authorized to take from time to time all decisions and steps necessary, expedient or proper, in respect of the above mentioned investment(s) (collectively ”transactions”) including the timing, the amount and other terms and conditions of such transactions and also to take all other decisions including varying any of them, through transfer or sale, divestment or otherwise, either in part or in full, as it may, in its absolute discretion, deem appropriate, subject to the specified limits for effecting the aforesaid transaction.”

VOTE OF THANKS

As all the agenda items of the notice were transacted and there being no other business to transact, at the meeting, the meeting was concluded with a vote of thanks to the Chairman.

Place: Mumbai

Date: - 13th February, 2017



**Chairman
(00473057)**

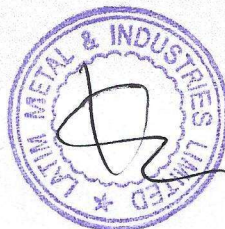
CHAIRMAN'S INITIALS

THE COMPANIES ACT, 1956
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
LA TIM METAL & INDUSTRIES LIMITED

- I. The name of the company is LA TIM METAL & INDUSTRIES LIMITED.
- II. The Registered Office of the Company will be situated in the State of Maharashtra.
- III. The main objects of the Company to be pursued by the company on its incorporation are:
 - (1) To acquire or carry on in India and elsewhere the business of providing heat and cold treatment of iron, steel (including alloy steel) and metal foundries, processors, turners, forgers, drawers, rollers and re-rollers of steel shaftings, bars, rods, PPGI-profiling, Corrugation of GI sheets, HR/CR coil cutting, HR plate cutting, CR/GI strip cutting (Slitting), pickling of coils, annealing, color coating line, PPGI printing, roof accessories, sandwich panel for roofing/cladding, plate bending, etc, in different shapes and sizes from scraps, billets, ingots including wire, nails, screws, metal hinges, plates, sheets, strips, hoops, rounds, circles, angles and to alloy steel, stainless steel, any other products from steel, brass, copper, lead, zinc, nickel and any other ferrous and non-ferrous metals of all sizes, specification and description including ingot casting in electric and furnace.
 - (2) To promote, establish, acquire or otherwise carry on the business of manufacturing, processing, fabricating and exporting of all types of plastics articles, thermosetting and thermoplastics either with or without fillers of any kind and plastic processing machinery and its articles, components, accessories, dies, moulds and things made of polyvinyl chloride, polythene, polystyrene, polycarbonate, polycarbonate multiwall products and silled items, polytetra flouriethylene, plastic-pvc profiles, acrylics, nylon and other kinds of plastics, whether reinforced or otherwise, rubber, ferrous and non-ferrous metals and other synthetic, ferrous and non-ferrous materials and substances blends/alloys thereof, required for use in toilets, over head, surface and underground irrigation, industrial and agricultural machinery and equipments, building construction, mopeds, scooters, cars, trucks and house-hold goods.
 - (3) To carry on the business in India or abroad, as civil contractors, infrastructure development contractors and engineers and civil engineers, electrical engineers, mechanical engineers, architects, interior decorators and to construct, acquire, develop, establish, consult provide, maintain, administer or otherwise undertake contract for any type of civil construction, infrastructure development works, mining operations, road constructions, erection, lay out, repair, demolition work of highways, subways, underground tunnels, runways, flyovers, bridges, freeways, railways, earthwork and irrigation projects, power house, reclamations, buildings, apartments, bungalows, reservoirs, water courses, dams, jetties, water works, water treatment plant, gardens, recreation facilities, power transmission lines, factory sites, RCC & steel structure and steel fabrication, godowns, warehouses lands, funicular railway systems, drainage and sewage systems, air field, apron and hanger works in India and /or outside India under various schemes such as Build, Operate and Transfer (BOT), Build, Operate Lease and Transfer (BOLT) and Build, Operate, Own and Transfer (BOOT) and to construct, sell, lease, license, sublet, mortgage, exchange, transfer or otherwise dispose of/or residential, offices, industrial institutional or commercial or developers of housing schemes, townships, holiday resorts, hotels, motels, auditoriums and maintaining and rehabilitation of all types of structures, flats, houses, factories, shopping complexes, garages, warehouses, buildings, works, workshops, hospitals, nursing homes, clinics, godowns including building blocks like fired bricks, unfired bricks, compressed blocks .
- (B) The objects incidental or ancillary to the attainment of main objects are:
 - (4) To carry on the business of mechanical, electrical, hydraulic, electronic, metallurgical, chemical, precision and general engineers, machine and engineering tool makers, fitters, boiler makers, builders of steel frame buildings and bridges and steel and iron structures and to buy, sell, import, export, design, manufacture, repair, convert, let on hire and to deal in machinery and machine tools.

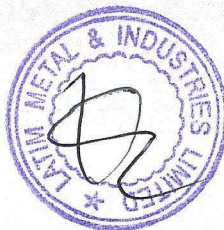


- (5) To carry on business of iron founders, brass founders, smiths, carpenters, wood workers, pattern makers, metal workers, iron and steel converters, smith fitters, metallurgical plate makers, iron and steel manufacturers, smelters, and to deal in, buy, sell, import, export, manufacture repair, convert, let on hire machinery, rolling stock, iron, steel, and other metal implements, tools, utensils.
- (6) To carry on business as electro-platers, nickel platers, chromium-platers, bronzers, oxidisers and metal platers generally, painters, varnishers, lacquerers, enamellers, and polishers.
- (7) To purchase, take on lease or exchange, or hire or otherwise acquire any immovable or movable property and any rights or privileges which may seem necessary or convenient for the purpose of its business and in particular any land, buildings, easements, machinery, plant, stock-in-trade, and either to retain any property to be acquired for the purpose of the Company's business or to turn the same to account as may seem expedient.
- (8) To carry on any other business (Whether manufacturing or otherwise) which in the opinion of the Board of Directors of the Company, is capable of being advantageously or conveniently carried on by the Company in connection with or as ancillary to any of the Company's objects or which it may be advisable to undertake with a view to developing, rendering valuable, prospecting or turning to account, any property, real or personal, belonging to the Company, or in which the Company may be interested.
- (9) To construct, maintain alter any buildings, or works, necessary or convenient for the purpose of the Company.
- (10) To repair, alter, remodel, clean, renovate, convert, manipulate and prepare for resale and resell any goods from time to time belonging to the Company.
- (11) To take or otherwise acquire and hold shares, of any other company having objects altogether or in part similar to those of the Company, or carrying on any business capable of being conducted so as directly or indirectly to benefit the Company.
- (12) To invest and deal with the moneys of the Company not immediately required in any manner.
- (13) To lend money to such persons or companies and on such terms as may seem expedient and in particular to customers and others having dealings with the Company, and do guarantee the performance of any contract by any such persons or companies.
- (14) To appoint Directors or Managers of any subsidiary Company or of any other Company in

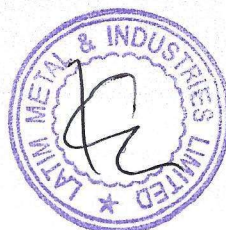


which this Company is or may be interested.

- (15) To receive money on deposit or loan and borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon all or any of the property or assets of the Company including its uncalled capital and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person or company of any obligation undertaken by the Company or any other person or Company as the case may be.
- (16) To take part in the management, supervision and control of the business or operations of any similar Company or Undertaking.
- (17) To open an account or accounts with any individual Firm or Company or with any Bank or Banks or Financial Institutions and to pay into and withdraw money from such account or accounts.
- (18) For the purpose mentioned in the preceding clause, to appoint and remunerate any Directors, Trustees, Accountants or other experts or agents.
- (19) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (20) To enter into any arrangements with any government or authorities, supreme, municipal, local or otherwise or any person or Company that may seem conducive to the objects of the Company, or any of them, and to obtain from any such government, authority, person or Company any rights, privileges, charters, contract, licences, and concessions which the Company may think it desirable to obtain and to carry out, exercise and comply therewith.
- (21) To pay for any rights or property acquired by the Company, and to remunerate any person or company, whether by cash payment or by the allotment of shares, debentures or other securities of the Company credited as paid up in full or in part or otherwise.
- (22) To establish or promote or concur in establishing or promoting any company or companies for the purpose of acquiring all or any of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or part of the shares, debentures or other securities of any such other company.

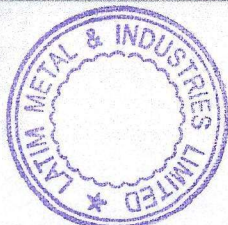


- (23) To act as agents or brokers and as trustees for any persons or company and to under take and perform sub-contracts and to do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or jointly with others, and either by or through agents, sub-contractors, trustees or otherwise.
- (24) To apply for, purchase, or otherwise acquire, any patents, licences, concessions, and the like, conferring any exclusive or non-exclusive or limited right to their use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop, or grant licences in respect of, or otherwise turn to account the property rights or information so acquired.
- (25) To acquire and undertake the whole or any part of the business, property, and liabilities of any person or company carrying on any business which the Company is authorised to carry on, or possess property suitable for the purpose of the Company.
- (26) To amalgamate, enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint adventure or reciprocal concession or for limiting competition with any person or company carrying on or engaged in, or about to carry on or engage in, any business or transaction which the Company is authorised to carry on or engage in or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.
- (27) To pay out of the funds of the Company all expenses which the Company may lawfully pay with respect to the issue of its capital, including brokerage and commissions for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities of the Company.
- (28) To apply for, promote and obtain any act, charter, privilege concession, licence authorisation, of any Government, State or Municipality, for provisional order or licence of any authority for enabling the Company to carry any of its objects into effect, or for extending any of the powers of the Company, or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (29) To pay all preliminary expenses of any company promoted by the Company or any company in which this Company is or may contemplate being interested, including such preliminary ex-



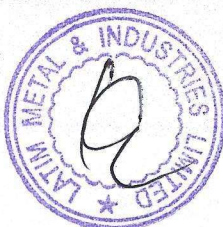
penses all or any part of the costs and expenses of owners of any business or property acquired by the Company.

- (30) To sell, improve, manage, develop, exchange, lease, mortgage, dispose of, turn to account or otherwise deal with all any part of the property and rights of the Company for the time being.
- (31) To carry out in any part of the world all or any part of the Company's objects as principal, agent, factor, trustees, contractor, consultant, or otherwise, either alone or in conjunction with any other person, firm, association, corporate body, municipality, province, state, body politic or government or colony or dependency thereof.
- (32) To make donations to such persons or institutions, either of cash or any other assets, as may be thought directly or indirectly conducive to any of the Company's objects or otherwise expedient and in particular, to remunerate any person or corporation introducing business to this Company and to subscribe or guarantee money for any exhibition or for any public, general or other objects.
- (33) To remunerate any person or company for services rendered or to be rendered or to be rendered in placing or assisting in placing or guaranteeing the placing of the shares in the Company's capital, or any debentures, debenture stocks, or other securities of the Company, in or about the formation or promotion of the Company or the conduct of its business, subject to Section 76 of the Companies Act, 1956.
- (34) To distribute as dividend or bonus among members or place to reserve or otherwise to apply as the Company may from time to time think fit, any money received by way of premium on shares or debentures issued at premium by the Company and any moneys received in respect of dividends accrued on forfeited shares and moneys arising from the sale by the company of forfeited or from unclaimed dividends, subject to the provisions of the Companies Act, 1956.
- (35) To subscribe or guarantee money for national, charitable, benevolent, public, social, general or useful object or for any exhibition.
- (36) To enter into contracts, agreements and arrangement with any other company, firm, or person for carrying out by such other company, firm or person on behalf of the Company any of the objects for which the Company is formed or for carrying out by the Company, such machining and engineering jobs and undertakings as may be assigned to it.
- (37) To manufacture, buy, sell, exchange, alter, improve, manipulate, prepare for market and other



wise deal in all kinds of plants, machinery, apparatus, tools, utensils, receptacles, substances, materials, articles and things necessary or convenient for carrying on any of the business or process of the Company or usually dealt in by persons engaged in the like business or process.

- (38) To let on lease or on hire-purchase system or to lend or otherwise dispose of any property or asset belonging to the Company and to finance the purchase of any articles, whether made by the Company or not, by way of loans or by the purchase of any such article or articles and the letting thereof on the hire-purchase system or otherwise howsoever.
- (39) To sell, lease, grant licenses, easements and other rights over and in any other manner deal with or dispose of the undertaking, property, assets, rights, and effects of the Company, or any part thereof, for any consideration and in particular for shares, debentures, or securities of any other company.
- (40) To underwrite, acquire, take up and hold shares, stocks, debentures, debenture stock, bonds issued and guaranteed by the Company constituted or carry on business in India or in any foreign country in debentures, debenture stock, bonds, securities issued or guaranteed by any Government, public body or municipal or local authority whether in India or in any foreign country.
- (41) To establish, maintain, conduct or buy or sell or otherwise subsidise research laboratories, experimental workshops for scientific and technical research and experiments and test, of all kinds and promote scientific research and studies, investigations and inventions, by subsidising, assisting, arranging laboratories, workshops, libraries, lectures, meetings, conferences, and by providing for the remuneration of scientific or technical professors and teachers and generally to encourage and promote all kinds of scientific or technical researches, experiments of general benefit and in particular to benefit of the business of the Company.
- (42) To carry on business as consultants in civils, electrical, mechanical, metallurgical, chemical and all other branches of engineering and to provide all types of consulting services including the making of surveys and reports thereon, and preparing designs, making estimates, preparing evaluations and economic studies of the main business which the Company is entitled to do and furnishing all other services required to enable client to consider the feasibility and execution of all types of work for consideration in terms of fees, royalties, participation in profit or lumpsum payments or any other mode in cash, kind or otherwise for the purpose of the business of the Company.
- (43) To refer or agree to refer any claims, demands, disputes or any other questions, by or against



the Company or in which the Company is interested or concerned, and whether between the Company and the member or members or his or their representatives, or between the Company and third parties to arbitration in India or at any place outside India, and to observe and to perform and to do all acts, deeds, matters and things to carry out or enforce the awards.

- (44) Subject to the provisions of section 205 of the Companies Act 1956, to distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company
- (45) To make agreements, contracts for providing technical, scientific, operational, financial and/or marketing collaboration to the industries in India or outside India and to get availed of technical, scientific, operational, financial and/or marketing collaboration from foreign or Indian Companies, firms, associations, persons, Government, Semi-Government or local bodies.
- (46) To make or assist for welfare activities of the persons in the employment of the Company and to buy or hire vehicle for the conveyance of the employees of the Company.
- (47) To construct, purchase, take on lease or on rent, occupy or otherwise acquire constructions for residential or other purposes for the benefit of the Company or its employees Directors or any other person dealing with or associated with the Company
- (48) To start or maintain charitable dispensaries or hospitals, gymkhanas, play-grounds clubs, libraries, technical or literary school, hostels, shops, boarding houses or institutions, for the benefit of the Company's employees or for the public, so as to promote the Company's interests.
- (49) To provide and conduct canteens, refreshment rooms, news-paper rooms, reading rooms, writing rooms, dressing rooms, telephone and other conveniences or the use of customers, employees and others.
- (50) To provide for and furnish or secure for any members of the Company or to any subscribers or to purchasers or possessors of coupons or tickets issued by the Company any chattels, conveniences, advantages, benefits or special privileges which may seem expedient and either gratuitously or otherwise.
- (51) To provide, conduct and to afford accommodation for meetings and gatherings of all descriptions, whether social, commercial or otherwise and to let upon leave and licence or otherwise the whole or any part of the property of the Company for any of the above mentioned purposes or otherwise.

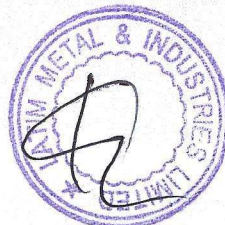


- (52) To construct, erect, maintain either by the Company or other parties, sewers, roads, streets, tramways, railway, gas works, water works, bricks, lines and works, buildings, houses, flats, shops and other works, erections and things, of any description, whatsoever, either upon the land acquired by the Company or upon other lands and generally to alter and improve the land and other properties of the Company
- (53) To train or pay for the training in India or abroad of any member or any of the Company's employees or directors or any other candidates in the interests and for the furtherance of the Company's business
- (54) To adopt such means of making known the business of the Company as may seem expedient, and particular, by advertising in the press, by circulars, by purchase and exhibition of works or arts of interest, by publication of books and periodicals and by granting prizes, rewards and donations.
- (55) To apply the assets of the Company in or towards the establishment, maintenance or extension of any association, institution or fund connected with any particular trade or business, in general including any association or fund, for the protection of interest of Company against loss by bad debts, strikes, combinations, fire, accidents or otherwise or for the benefit of employees, clerks, workmen or others at any time employed in the Company or any of its predecessors in the business or their families or dependants and to aid particularly or otherwise, any association or body or movement having as its object, the solution or settlement, of any industrial or labour problems or the promotion of industry or trade
- (56) To procure the company to be registered or recognised in any part of the world
- (57) To do all such other things as may be deemed incidental or conducive to attainment of the above objects or any of them.
- (58) To carry on the business of every sort of missiles, arms and weapons for warlike, sporting or other purpose only with the sanction of the Government required, if any (c) other objects-
- (59) manufacture all kinds of metal equipments, plants, boilers, ovens, jigs, fixtures, dies, moulds, couples, accessories, lins, containers, nails, nut bolts, screws, angles, slotted angles, pipes and utensils and to carry on the business of ceramic, electricals, electronic and civil engineers
- (60) To carry on the business of manufacturers of, dealers in, hirers, repairers, cleaners, stores and



warehouses of motor cars, motor cycles, side-cars, motor scooters, bicycles, carriages, launches, boats, vans, aeroplanes hydroplanes and other conveyances of all descriptions whether propelled by means of petrol, spirit steam, gas, electrical, animals or other power and of engines, chassis, bodies and other things used for or in connection with motor and other things.

- (61) To manufacture small tools, vices, water heaters, agriculture implements, appliances, generators, pneumatic tools, sheet metal working machinery, automobile, aircraft and steamship spare parts, stationery type engine, steel furnitures, sheet metal articles, bearings, drainage and water supply articles, textile and railway machinery spare parts, mining tools, air compressors, printing machine, cooking machinery, civil engineering machinery, washing machinery, building and construction machinery, road making machinery, toys, sports goods, appliances for office equipment and in general to manufacture anything in the line of workshop practice by cutting, joining, pressing, drawing, blowing, welding, forging, and similar other engineering processes and to manufacture, buy, sell, export, import, or otherwise deal in all kinds of metalware, hollow-ware stone-ware or earthen-ware, machinery, spare parts and accessories of industrial or mechanical equipment.
- (62) To acquire, be interested in construct, maintain or take on lease any omnibuses and other vehicles, ships, boats and launches, of every description and kind, to equip and maintain work and develop the same by electricity, steam, oil, gas, petroleum or any other motive power, and to employ the same in the conveyance of passengers, merchandise and goods of every description, and to authorise any local authority, company or person to use and to work the same or any part thereof.
- (63) To carry on the business of manufacture, buy, sell, import, export and deal in all types of merchandise, commodities and articles of all kinds and generally to carry on business as merchants, indentors, importers and exporters, and in any other capacity as the dealers generally carry on.
- (64) To carry on all kinds of exploration business, and in particular to search for, prospect, examine, and explore mines and ground supposed to contain minerals or precious stones, and to search for and obtain information in regard to mines, mining claims, mining districts and localities.
- (65) To carry on all kinds of promotion business and in particular to form, constitute, float, lend money to assist and control any companies associations or undertakings whatsoever.
- (66) To transact and carry on all kind of agency business.



- (67) To carry on in India or elsewhere all or any one or more of the following businesses, namely the buying, selling, letting on hire, hire-purchase, or easy payment system, manufacturing, taking or providing, on contract of and dealing in household or office furniture and domestic or business appliances, installation fittings, machinery, motor-cars, taxi-clubs, automobiles, motor-lorries and wagons and motor vehicles of all kinds or descriptions, cycles, bicycle, coaches, carriages and all other vehicles, agricultural implements and machinery of all sorts, furniture, wireless and television receivers, or other apparatus and all other things of whatsoever nature of description.
- (68) To undertake and execute any contracts for works involving in supply or use of any machinery, and to carry out any ancillary or other works comprised in such contracts.
- (69) To carry on business as hotel keepers, lodging house and restaurant keepers, transport agents, insurance agents and bankers.
- (70) To buy, sell, manufacture, repair, alter, improve, exchange, let out on hire, import, export and deal in all factories, works, plants, machinery, tools, utensils, appliances, apparatus, products, materials, substances, articles and things capable of being used in any business which this Company is competent to carry on or required by any customers or persons having dealings with the Company or company dealt in by persons engaged in such business or which may seem capable of being profitably dealt with in connection therewith and to manufacture, experiment with, render marketable and deal in all products or residual and by-products incidental to or obtained in any of the business carried on by the Company, but the Company shall not carry on business of Banking as defined under the Banking Regulation Act, 1949.

And it is hereby declared that the objects incidental or ancillary to the attainment of the main objects of the company aforesaid shall also be incidental or ancillary to the attainment of the other objects of the company herein mentioned.

- (71) To carry on in India and elsewhere the trade or business or manufacturing, prospecting, raising, operating, buying, selling, importing, exporting, purchasing, otherwise dealing in iron and steel products of all qualities, grades, types and kinds as iron mongers, iron masters, steel makers, and steel convertors; Ferro Silicon, Ferro-Chrome and/or all products made of Iron and Steel, Coking coal, Manganese, Ferro manganese, Limestone, Refractoryies, Iron-ore and other alloys; as miners, smelters, iron founders in all respective branches; stainless steel, silicon steel, special steel, mild steel and in allied products, fireclay, dolomite, limestone, refractories, iron ore, bauxite, cement, chemicals, fertilizers, manures, distilleries, dye making and industrial and non-industrial gas, lime burners, stone quarrying, concrete manufacturing in allk respective branches, and other allied input or other materials, and, for that purpose to construct, install, operate, manage, maintain all plants, mines, establishments, works etc.
- (72) To carry on the business of generation, accumulation, storage, conversion, transmission, distribution, purchase, sell and supply of power generated by conventional and non conventional methods and to do establishment, erection of diesel genset power plants, gas based combined cycle power plants, thermal power plants, solar power plants, wind power plants, atomic power plants, hydraulic power plants, hydroelectric power plants or any other power plants based on any source of energy as may be developed or invented in future and to construct, lay down, establish, fix and carry out and execute all necessary work in respect of power stations, cables, wires, lines, accumulators and transformers if necessary supported by hybrid systems, to help to bridge the gap of demand & supply of energy for industrial & economic growth & achieve balanced supply for industrial, research, household, public utility purposes, directly through own channel systems or through state and/ or Central Electricity Board/authority.

IV. The liability of the member is limited.



- *V. The Authorized Share Capital of the Company is Rs. 7,00,00,000/- (Rupees Seven Crores only) divided into 65,00,000 (Sixty Five Lacs) Equity Shares of Rs. 10/- (Rupee Ten only) each amounting to Rs. 6,50,00,000/- (Rupees Six Crores Fifty Lacs) and 5,00,000 (Five Lacs) Redeemable Preference shares of Rs. 10/- (Rupee Ten only) each amounting to Rs. 50,00,000/- (Rupees Fifty Lacs) with the right, privileges and condition attaching thereto as are provided by the regulations of the Company for the time being, with power to increase and reduce the capital of the Company and to divide the Shares in the capital for the time being into several classes and to attach there to respectively such preferential, qualified or special rights, privileges or condition as may be determined by or in accordance with the regulation of the company and to vary, modify or abrogate any such rights, privileges or condition in such manner as may for the time being be provided by the regulations of the Company."

**Altered vide Special Resolution passed at the Extra Ordinary General Meeting dated 10th February, 2017.*



We, the several person whose names and addresses are subscribed hereunto are desirous of being formed into a Company in pursuance of the Memorandum of Association and we respectively agree to take the numbers of shares in the capital of the Company set opposite to our respective names

Name of subscribers and signature	Address and Description of subscribers	No. of Shares taken by each subscriber	Witness to signature
1. Mr. Jagdish Khanna s/o Mr. Nandkishore Khanna Sd/- Jagdish Khanna	429, Arun Chambers, Tardeo, Bombay Chartered Accountant	One Equity Share (1)	Sd/- S. Y. Gehani s/o Udharam Gehani Business
2. Mr. Ramesh Khanna s/o Nandkishore Khanna Sd/-Ramesh Khanna	429, Arun Chambers, Tardeo, Bombay Chartered Accountant	One Equity Share (1) (2) Two Equity Shares	Harim House Harim Street Bombay 1

Date This 22nd day of November 1974

